RESOLUTION NO. 2010-66

A RESOLUTION OF THE LODI CITY COUNCIL AUTHORIZING THE INTERIM CITY MANAGER AS A SIGNER ON CITY OF LODI FARMERS & MERCHANTS BANK ACCOUNTS

NOW, THEREFORE, BE IT RESOLVED that the Lodi City Council does hereby authorize the Interim City Manager, Konradt Bartlam, to act as a signer on City of Lodi bank accounts with Farmers and Merchants Bank; and

BE IT FURTHER RESOLVED that the City Council further authorizes Interim City Manager, Konradt Bartlam; Deputy City Manager, Jordan Ayers; and Management Analyst, Kirk Evans to execute Exhibit A (Corporate Authorization Resolution) and Exhibit B (Electronic Transfer Corporate Resolution) attached hereto on behalf of the City of Lodi.

Dated: May 19, 2010

I hereby certify that Resolution No. 2010-66 was passed and adopted by the City Council of the City of Lodi in a regular meeting held May 19, 2010, by the following vote:

AYES:

COUNCIL MEMBERS - Hansen, Hitchcock, Johnson, Mounce,

and Mayor Katzakian

NOES:

COUNCIL MEMBERS - None

ABSENT:

COUNCIL MEMBERS - None

ABSTAIN:

COUNCIL MEMBERS - None

CORPORATE AUTHORIZATION RESOLUTION

FARMERS & MERCHANTS BANK OF CENTRAL CA PO BOX 3000 LODI, CA 95241-1902 By: CITY OF LODI P O BOX 3006 LODI CA 95241

Referred to in this document as "Financial Institution"

Referred to in this document as "Corporation"

| RANDT JOHL Carify that I am Secretary (clerk) of the gabove named corporation organized under the laws of CALIFORNIA Federal Employer ID. Namber S4 = C000351 angaged in business under the trade name of CITY OF LODI and the there is no secretary of the Board of Directors of the Corporation duy and properly called an held on S5/19/10 (date). These resolutions appear in the minutes of this meeting and have not been resoluted or modified. AGENTS Any Agent listed below, subject or any written limitations, is authorized to exercise the powers granted as indicated below: Name and Title or Position Signature Facsimile Signature (if used) | Neienec | J 10 II | Tims document as Ananoia mondic | | Teleffed to 1 | Trins document as Gorp | oration |
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| CITY OF LOD! and that the resolutions on this document as Porrect copy of the resolutions adopted at a meeting of the Board of Directors of the Corporation duly and properly called and held on 0/1/19/10 (date). These resolutions appear in the minutes of this meeting and have not been resonated or modified. AGENTS Any Agent listed below, subject to any written limitations, is authorized to exercise the powers granted as indicated below. Name and Title or Position Signature Facsimilis Signature Fa | '' | | ,cer | tify that I am Secretar | y (clerk) of the above r | named corporation organiz | ed under the laws of |
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| If checked, the Corporation is a non-profit corporation. In Witness Whereof, I have subscribed my name to this document and affixed the seal of the Corporation on | I further certify the adopt the resolution | at the | Board of Directors of the Corporation page 2 and to confer the powers g | n has, and at the time granted above to the p | of adoption of this respersons named who ha | solution had, full power ar ove full power and lawful | nd lawful authority to authority to exercise |
| of the Corporation on(date). | | | | In Witness Wherteo | , I have subscribed m | y name to this dooument | and affixed the seal |
| (none 1 of 2) | | | | of the Corporation of | on | -(| (date). |
| (none 1 of 2) | | | | Artest by One Other | TOffines | Sadi | etarv |
| | Expere © 1985 | 5, 1997 | Bankers Systems, Inc., St. Cloud, MN Form CA | // / / | - Silio os | | • |

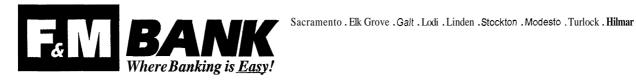
RESOLUTIONS

The Corporation named on this resolution resolves that,

- (1) The Financial Institution is designated as a depository for the funds of the Corporation and to provide other financial accommodations indicated in this resolution.
- (2) This resolution shall continue to have effect until express written notice of its rescission or modification has been received and recorded by the Financial Institution, Any and all prior resolutions adopted by the Board of Directors of the Corporation and certified to the Financial Institution as governing the operation of this corporation's account(s), are in full force and effect, until the Financial Institution receives and acknowledges an express written notice of its revocation, modification or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Financial Institution, establishing the authority for the changes.
- (3) The signature of an Agent on this resolution is conclusive evidence of their authority to act on behalf of the Corporation. Any Agent, so long as they act in a representative capacity as an Agent of the Corporation, is authorized to make any and all other contracts, agreements, stipulations and orders which they may deem advisable for the effective exercise of the powers indicated on page one, from time to time with the Financial Institution, subject to any restrictions on this resolution or otherwise agreed to in writing.
- (4) All transactions, if any, with respect to any deposits, withdrawals, rediscounts and borrowings by or on behalf of the Corporation with the Financial Institution prior to the adoption of this resolution are hereby ratified, approved and confirmed.
- (5) The Corporation agrees to the terms and conditions of any account agreement, properly opened by any Agent of the Corporation. The Corporation authorizes the Financial Institution, at any time, to charge the Corporation for all checks, drafts, or other orders, for the payment of money, that are drawn on the Financial Institution, so long as they contain the required number of signatures for this purpose.
- (6) The Corporation acknowledges and agrees that the Financial Institution may furnish at its discretion automated access devices to Agents of the Corporation to facilitate those powers authorized by this resolution or other resolutions in effect at the time of issuance. The term "automated access device" includes, but is not limited to, credit cards, automated teller machines (ATM), and debit cards.
- (7)The Corporation acknowledges and agrees that the Financial Institution may rely on alternative signature and verification codes issued to or obtained from the Agent named on this resolution. The term "alternative signature and verification codes" includes, but is not limited to, facsimile signatures on file with the Financial Institution, personal identification numbers (PIN), and digital signatures. If a facsimile signature specimen has been provided on this resolution, (or that are filed separately by the Corporation with the Financial Institution from time to time) the Financial Institution is authorized to treat the facsimile signature as the signature of the Agent(s) regardless of by whom or by what means the facsimile signature may have been affixed so long as it resembles the facsimile signature specimen on file. The Corporation authorizes each Agent to have custody of the Corporation's private key used to create a digital signature and to request issuance of a certificate listing the corresponding public key. The Financial Institution shall have no responsibility or liability for unauthorized use of alternative signature and verification codes unless otherwise agreed in writing.

Pennsylvania. The designation of an Agent does not create a power of attorney; therefore, Agents are not subject to the provisions of 20 Pa.C.S.A. Section 5601 et seq. (Chapter 56; Decedents, Estates and Fiduciaries Code) unless the agency was created by a separate power of attorney. Any provision that assigns Financial Institution rights to act on behalf of any person or entity is not subject to the provisions of 20 Pa.C.S.A. Section 5601 et seq. (Chapter 56; Decedents, Estates and Fiduciaries Code).

| FOR FINANCIAL INSTITUTION USE ONLY | | | | | | |
|---|--|--|--|--|--|--|
| Acknowledged and received on (date) by (initials) This resolution is superseded by resolution dated | | | | | | |
| Comments: | | | | | | |



ELECTRONIC TRANSFER CORPORATE RESOLUTION

| I, Randi Johl | , City Clerk | | |
|--|---|--|--|
| of City of Lodi (Name of Corporation) | (Title) , a corporation organized under the laws of the | | |
| | y that the following is a full and true copy of a | | |
| resolution adopted at a meeting of the Board of Director | ors of said Company, duly held on the 19th (Day) | | |
| day of May, 2010 (Month/Year) | | | |
| Electronic Transfer Resolution | | | |
| "RESOLVED, that Konradt Bartlam, Jordan Kirk EVans | n Ayers, is hereby authorized to make, | | |
| execute and approve on behalf of this Company, any ar | nd all electronic transfer contracts and to | | |
| execute and approve on behalf of this Company, other | instruments, a part of or incident to such | | |
| contracts; effective until otherwise ordered by the Boar | rd of Directors." | | |
| AND I DO FURTHER CERTIFY that the above resolu | ntion has not been in any way altered, amended | | |
| or repealed, and is now in full force and effect. | | | |
| IN WITNESS WHEREOF, I have hereunto set my han | d. | | |
| City of Lodi (Name of Corporation) this 19 (Day | day of May 2010 (Month/Year) | | |
| (Signature) | City Clerk (Title) | | |